

EXHIBIT D

HODGSON RUSS LLP
James C. Thoman, Esq.
140 Pearl Street, Suite 100
Buffalo, NY 14202
Telephone: (716) 856-4000
Attorneys for CC Properties LLC

and

CHRISTIAN & BARTON, LLP
Augustus C. Epps, Jr., Esq. (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
909 East Main Street, Suite 1200
Richmond, VA 23219
Telephone: (804) 697-4100
Local Counsel for CC Properties LLC

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

Chapter 11

CIRCUIT CITY STORES, INC., et al.,
Debtors.

Case No. 08-35653
Jointly Administered

**DECLARATION OF ROGER PJ SOENER IN SUPPORT OF RESPONSE
TO NINTH OMNIBUS OBJECTION TO LANDLORD CLAIMS**

I, Roger PJ Soener, declare as follows:

1. I am an Investment Vice President-Real Estate with Farm Bureau Life Insurance Company, the Manager of CC Properties LLC ("CC Properties"). I am a resident of Windsor Heights, Iowa. All of the facts set forth in this declaration are within my personal knowledge and are true and correct. I suffer from no legal impediment that precludes me from making this declaration.
2. I make this declaration in support of CC Properties response to Trustee of the Circuit City Stores, Inc. Liquidating Trust's (the "Trust") Ninth Omnibus Objection to Landlord Claims seeking an order disallowing Claim Nos. 13973, 14001 and 14002 of CC Properties (the

“Motion”)

3. Lehman Capital (a division of Lehman Brothers Holdings, Inc.) (the “Originator”) made various mortgage loans with respect to a number of locations leased by the Debtors including the following locations:

LANDLORD	STORE NUMBER	LOCATION
Bond CC II Delaware Business Trust	Store #3198 (“Rockford”)	5460 E. State Street Rockford IL
Bond CC III Delaware Business Trust	Store #1607 (“Champaign”)	2006 North Prospect Champaign, IL
Bond CC VI Delaware Business Trust	Store #3168 (“Bloomington”)	Colonial Plaza Empire & Route 55 Bloomington, IL

collectively, the “Locations”.

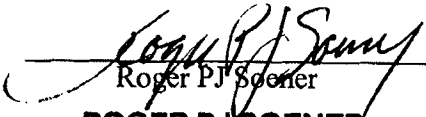
4. Each loan was secured by a mortgage and assignment of leases of rents.
5. The Originator then transferred the mortgage loans, and the collateral therefor, to Lehman ABS Corporation (the “Depositor”), by endorsing each mortgage note (accomplished through an allonge), assigning the deed of trust or mortgage pursuant to an assignment of mortgage, and assigning all other collateral pursuant to an omnibus assignment of additional collateral for real property.
6. The Depositor then transferred the mortgage loans and the collateral therefor to Manufacturers and Traders Trust Company, as trustee (the “Trustee”) for the benefit of the holders of certain certificates issued pursuant to the terms of a Trust Agreement, dated as of July 1, 1995. The mortgage loans and collateral therefor were transferred to the Trustee using the same form of assignment documents that were entered into between the Originator and the Depositor. The certificates represented the beneficial interests in the mortgage loans, and entitled the certificate holders to a stream of payments.
7. There were defaults under the mortgage loans. The Trustee exercised its rights and remedies.

The borrowers entered into deed in lieu of foreclosure agreements for the Rockford and Champaign locations. For Bloomington, the Trustee pursued foreclosure proceedings. In all cases (foreclosures and deeds-in-lieu of foreclosures), the properties were not conveyed to the Trustee but to CC Properties, at the direction of the Trustee.

8. For Rockford and Champaign, the Trustee assigned all of its rights with respect to the mortgage loan and related collateral documents to CC Properties. The assignment contains “anti-merger” language. In connection with Bloomington, there is also an assignment by the Trustee to CC Properties of its rights with respect to all of the mortgage loan documents.
9. CC Properties is the assignee of all rights with respect to mortgage loans and assignments of rents and leases with respect to the Locations.
10. On or about June 29, 2009, the Trustee timely filed a request for administrative expense claim in the amount of \$84,206.27 for post-petition, pre-rejection amounts due with respect to the lease for real property located at Bloomington, Illinois—Store No. 3168 (“Claim No. 13973”). On or about April 1, 2010, the Trustee transferred Claim No. 13973 to CC Properties and Notice of the Transfer of Claim was filed with the Court (Docket No. 7412).
11. On or about June 29, 2009, the Trustee timely filed a request for administrative expense claim in the amount of \$62,273.52 for post-petition, pre-rejection amounts due with respect to the lease for real property located at Champaign, Illinois—Store No. 1607 (“Claim No. 14001”). On or about April 1, 2010, the Trustee transferred Claim No. 14001 to CC Properties and Notice of the Transfer of Claim was filed with the Court (Docket No. 7414).
12. On or about June 29, 2009, the Trustee filed a request for administrative expense claim in the amount of \$74,136.81 for post-petition, pre-rejection amounts due with respect to the lease for real property located at Rockford, Illinois—Store No. 3198 (“Claim No. 14002”). On or about April 1, 2010, the Trustee transferred Claim No. 14001 to CC Properties and Notice of the Transfer of Claim was filed with the Court (Docket No. 7416).

I declare under penalty of perjury under the laws of the State of Iowa that the foregoing is true and correct.

Executed this 6th day of April, 2011 at West Des Moines, Iowa.


Roger PJ Soener
ROGER PJ SOENER
Investment Vice President
Real Estate